



Direct Dial: 610-205-7182
Fax: 610-205-7075
Secretary: 610-205-7731
E-Mail: nancy.berenson@arkema.com

Law Department

VIA FEDERAL EXPRESS

December 12, 2011



Ms. Michelle Kerr
Remedial Project Manager
U. S. Environmental Protection Agency
Region 5
Superfund Division (SR-6J)
77 West Jackson Blvd.
Chicago, IL 60604-3590

**RE: EPA General Notice Letter
Chemetco Superfund Site in Hartford, Illinois
Arkema Inc. Response for Elf Atochem North America, Inc.
and Atofina Chemicals Inc.**

Dear Ms. Kerr:

This is a response by Arkema Inc. ("Arkema") on behalf of its predecessor companies, Elf Atochem North America, Inc. ("Elf Atochem") and Atofina Chemicals, Inc. ("Atofina Chemicals") to the United States Environmental Protection Agency's ("EPA") November 30, 2011 General Notice letter for the Chemetco Superfund Site ("the Site") in Hartford, Illinois. Arkema received the General Notice Letter on December 6, 2011. By this letter, Arkema is informing the EPA that we would be willing to consider joining a group of Potentially Responsible Parties ("PRPs") for negotiations with EPA regarding performance and/or finance of cleanup activities at the site. However, at this time, Arkema does not believe that it should be considered a PRP at this Site as explained in our May 22, 2008 response to the Illinois EPA 2008 Information Request. Arkema is submitting this response timely by the December 31, 2011 deadline.

Arkema was known as Elf Atochem North America, Inc. and Atofina Chemicals, Inc. during the time that its Carrollton, Kentucky plant conducted business transactions with the Chemetco Site from 1998-2001.

Arkema's alleged involvement at the Chemetco Site primarily relates to a valuable tin ash/tin dust commodity shipped by the Carrollton, Kentucky plant, subject to a January 23, 1987

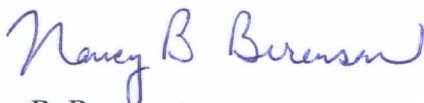
Arkema Inc.
900 First Avenue
King of Prussia, PA 19406-1308

Tel. : 610-205-7000
www.arkema.com

variance from solid waste regulation approved by the Kentucky Department for Environmental Protection (KYDEP) and the United States Environmental Protection Agency (U.S.EPA). This tin ash/tin dust material was not a waste sent for treatment or disposal. The tin ash/tin dust sent to Chemetco met the requirements of the variance as a valuable commodity to be sent to the Site for reclamation under a business arrangement whereby Arkema received compensation from or on behalf of Chemetco. In addition, the Carrollton plant sent to Chemetco, a more limited amount of valuable tin dross/stannous block/tin residue which was primarily unreacted tin, along with potential limited, trace impurities in the tin collected from process vessels in which tin is melted during the manufacturing process of the plant's Stannochlor® product. This material was also shipped to Chemetco as a valuable commodity under a business arrangement with Chemetco for tin reclamation and payment. This material was not shipped to Chemetco as a waste for disposal and would not be classified as a hazardous waste if disposed. Since Arkema sent a valuable commodity to the Site for which it received compensation from or on behalf of Chemetco, Arkema believes that it should not be considered a potentially responsible party for cleanup of the Chemetco Site under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA).

As a general matter, nothing in this response is intended as an admission of fact or liability, nor of any share of liability, by Arkema for itself and its predecessor companies under any environmental laws or regulations. Also, Arkema, for itself and its predecessor companies, reserves, and does not waive, any and all rights, privileges and defenses that it may have in connection with this Site. Arkema reserves the right to amend or supplement this response, as appropriate, based on new or additional information.

Sincerely,



Nancy B. Berenson
Assistant General Counsel